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October 19, 2000

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

RECORDATION NO.

20996-H

FILED

OCT 23 '00

2-21 PM

TS

SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 26, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: CARGILL, INC.
15407 McGinty Road West, Wayzata, MN 55391-7440

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: CARGILL, INC. covering (20) 5660 c.f. p.d. covered hopper railcars with interior lining with reporting marks and numbers – **SEE ATTACHED LISTING.**

Please file this memorandum as a secondary document to Memorandum of Railcar Lease dated November 13, 1997 as Recordation number 20996 with the Surface Transportation Board and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator
Enclosure/sll

Schedule A

Quantity
20

Equipment Description
5660 c.f., p.d. covered hopper
cars with interior lining

Reporting Marks and Numbers

CEFX 75656
CEFX 75657
CEFX 75659
CEFX 75661
CEFX 75662
CEFX 75663
CEFX 75664
CEFX 75665
CEFX 75666
CEFX 75667
CEFX 75668
CEFX 75669
CEFX 75670
CEFX 75671
CEFX 75672
CEFX 75673
CEFX 75674
CEFX 75675

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 26th day of September, 2000, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and CARGILL, INC., a Delaware corporation, with an address at 15407 McGinty Road West, Wayzata, MN 55391-7440 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of October 8, 1997 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on November 13, 1997 as recordation number 20996.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Richard M. Latini
Name: RICHARD M LATINI
Title: V. P. Sales

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CARGILL, INC.

By: Randy Brown
Name: RANDY BROWN
Title: AVP

RECORDATION NO. 20996-H FILED

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SURFACE TRANSPORTATION BOARD

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
20	5660 c.f., p.d. covered hopper cars with interior lining	CEFX 75656 CEFX 75657 CEFX 75659 CEFX 75661 CEFX 75662 CEFX 75663 CEFX 75664 CEFX 75665 CEFX 75666 CEFX 75667 CEFX 75668 CEFX 75669 CEFX 75670 CEFX 75671 CEFX 75672 CEFX 75673 CEFX 75674 CEFX 75675